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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 12024
(FREESCALE SEMICONDUCTOR, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and Delphi Mechatronic Systems, Inc. ("Mechatronic") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Freescale Semiconductor, Inc. ("Freescale") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12024 (Freescale) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, Freescale filed proof of claim number 12024 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$6,517,990.78 (the "Claim") stemming from the sale of goods to DAS LLC.

WHEREAS, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 6968) ("Ninth Omnibus Claims Objection").

WHEREAS, on August 27, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, the Debtors and Freescale entered into a Reconciliation Agreement And Release (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$6,468,069.10.

WHEREAS, pursuant to the Settlement Agreement, Mechatronic acknowledges and agrees that the Claim shall be allowed against Mechatronic in the amount of \$145,822.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Freescale stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$6,613,891.10 and shall be treated as an allowed general unsecured non-priority claim (i) in the amount of \$6,468,069.10 against the estate of DAS LLC and (ii) in the amount of \$145,822.00 against the estate of Mechatronic.

2. All other claims of Freescale set forth in proof of claim number 12024 are reconciled or resolved pursuant to the Settlement Agreement.

So Ordered in New York, New York, this 7th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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